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February 12, 2009

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, New York 10004

**Re: In Re: DELPHI CORPORATION, ET AL, Debtors**  
**Case No. 05-44481 (RDD)**

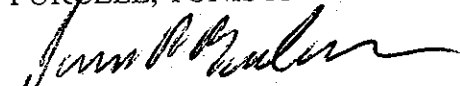
Dear Clerk:

Enclosed, please find Objection and Proof of Service regarding the above entitled matter. Please file in your usual manner.

If you have any questions or concerns, please do not hesitate to contact my office.

Yours truly,

PURCELL, TUNISON & BOARDMAN, P.C.

  
JAMES P. BOARDMAN

JPB:sm  
Enclosures

cc: Honorable Robert D. Drain  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom, LLP  
Attn: John W. Butler, Jr.  
333 West Wacker Drive - Suite 2100  
Chicago, IL 60606

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In Re:

Chapter 11

DELPHI CORPORATION, etal,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

**OBJECTION TO NOTICE OF MOTION FOR ORDER UNDER  
11 U.S.C. §§ 105, 363(b)(1), AND 1108 CONFIRMING DEBTORS' AUTHORITY  
TO TERMINATE EMPLOYER-PAID-POST RETIREMENT HEALTH CARE  
BENEFITS AND EMPLOYER-PAID-POST-RETIREMENT LIFE INSURANCE  
BENEFITS FOR CERTAIN (A) SALARIED EMPLOYEES AND (B) RETIREES  
AND THEIR SURVIVING SPOUSES**

NOW COMES Emil Franz, by and through his attorney, James P. Boardman, and hereby provides the following Objection to Delphi Corporation's Motion for Authority to Terminate Employer-Paid-Post-Retirement Health Care Benefits and Employer-Paid-Post-Retirement Life Insurance Benefits as follows:

1. Emil Franz of Saginaw, Michigan, is a salaried retiree of Delphi Corporation of whom is affected by this Motion.
2. Based upon information and belief, the proposal to terminate Employer Paid-Post-Retirement Health Care Benefit and Employer Paid-Post-Retirement Live Insurance Benefits is discriminatory in nature and unfair as proposed. Delphi's proposal only effects lower level salaried employees (levels 5, 6, 7 and 8). Under information and belief, it does not effect unclassified salaried employees (SERPs).
3. Objection is further made in that Emil Franz relied upon the promise of Delphi to pay for medical benefits and life insurance until he was 65 and thereafter provide further

supplemental income to pay for the supplemental insurance plan with Medicare. Emil Franz relied upon this promise in making his decision to retire from Delphi. He would not have retired from Delphi had Delphi not promised these benefits. If Delphi now backs out of this promise, Emil Franz will be damaged to his detriment to the extent he will have to pay for medical insurance on his own, if he is insurable. Emil Franz suffers from diabetes, bad feet and loss of hearing and there is question whether he will be insurable. Thus, it will cost him significant monies (damages) if Delphi breaks this promise in order for him to become insured. Additional money will have to be paid by Mr. Franz in the payment of life insurance which was also promised to him.


4. Further objection is made in that Delphi has not researched or analyzed the effect of various percentage cuts in its Delphi salaried retirees benefits across the board. This would have the same or least drastic effect on salaried employees as opposed to a 100% cut to a certain group of salaried Delphi employees

5. Further objection is made to notice provided in this Motion and the time in which to file objections. Mr. Franz was notified of this Motion on February 6, 2009, and within the Motion a deadline of February 17, 2009, was set to file objections. This is unfair and violates Mr. Franz's due process right to a fair hearing and provide reasonable notices to which matters that effect him.

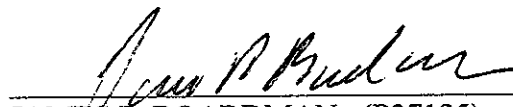
6. Further objection is made that not all retirees affected by this motion will have notice of this Motion and provide the appropriate objections. Many retirees are residing in their winter homes (Florida) and have not been provided notice of this Motion or had the opportunity to object. Further objections, different than those provided above should be considered by this Court.

WHEREFORE, for all of the reasons set forth above and other objections by other retirees, we hereby specifically request that this Honorable Court deny Delphi's request for authority to terminate employer paid-post-retirement health care benefits and employer paid-post-retirement life insurance benefits for certain salaried employees as set forth in their motion.

Dated: February 12, 2009

  
EMIL FRANZ

Dated: February 12, 2009

  
JAMES P. BOARDMAN (P37125)  
Attorney for Emil Franz  
6225 Gratiot - P.O. Box 6669  
Saginaw, MI 48608  
(989) 793-5891

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In Re:

Chapter 11

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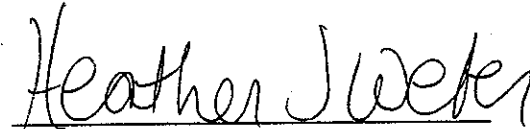
PROOF OF SERVICE

STATE OF MICHIGAN )

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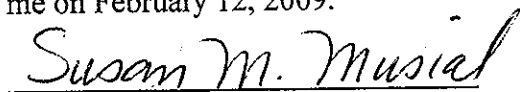
COUNTY OF SAGINAW )

HEATHER J. WEBER, upon being first duly sworn in the County of Saginaw, State of Michigan, deposes and says that on February 12, 2009, she served Objection and Proof of Service upon the United States Bankruptcy Court, Honorable Robert D. Drain, Delphi Corporation and Skadden, Arps, Slate, Meagher & Flom, LLP, by depositing same in a United States mail receptacle, in the County of Saginaw, State of Michigan, via first class mail, postage fully prepaid.



HEATHER J. WEBER

Subscribed and sworn to before  
me on February 12, 2009.



SUSAN M. MUSIAL, Notary Public  
Saginaw County, Michigan

My commission expires: 10/19/12

Acting in the County of Saginaw